

Hearing Date and Time: February 15, 2007 at 11:00 A.M.
Objection Deadline: February 8, 2007 at 4:00 P.M.

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

DELPHI CORPORATION, et al.,

Debtors.

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Chapter 11
Case No. 05-44481 [RDD]

Jointly Administered

**NOTICE OF HEARING ON MOTION FOR AN ORDER
PURSUANT TO BANKRUPTCY RULE 9019 APPROVING
SETTLEMENT AGREEMENT WITH BARCLAYS BANK, PLC**

PLEASE TAKE NOTICE THAT a hearing (the "Hearing") to consider the motion (the "Motion") of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"), by their undersigned counsel, for an Order pursuant to Rule 9019 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") approving a Settlement Agreement,¹ annexed to the Motion as Exhibit "1", by and

¹ Capitalized terms used herein but not defined, shall have the meaning ascribed to them in the Motion.

between Delphi and Barclays Bank, PLC ("Barclays Bank"), shall be conducted before the Honorable Robert D. Drain, United States Bankruptcy Judge, in Room 610 of the United States Bankruptcy Court, One Bowling Green, New York, New York, 10004, on February 15, 2007, at 11:00 a.m. (New York City Time), or as soon thereafter as counsel may be heard.

PLEASE TAKE FURTHER NOTICE THAT responses or objections, if any, to the relief requested by the Motion (a) must be in writing, (b) must conform to the Bankruptcy Rules, the Local Bankruptcy Rules for the Southern District of New York, and the Second Supplemental Order under 11 U.S.C. §§ 102 (1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing Omnibus Hearing Dates and Certain Notice, Case Management, and Administrative Procedures, (the "Case Management Order") (Docket No. 2995), (c) must be filed with the Bankruptcy Court in accordance with General Order M-242 (General Order M-242, as amended, and the User's Manual for the Electronic Case Filing System can be found at www.nysb.uscourts.gov, the official website for the Bankruptcy Court) - registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) and must be served upon: (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Attn: General Counsel); (ii) conflicts counsel for the Debtors, Togut, Segal & Segal LLP, One Penn Plaza, New York, New York 10119 (Attn: Neil Berger, Esq.); (iii) counsel for the Debtors, Skadden Arps Slate Meagher & Flom, Four Times Square, New York, New York 10036 (Attn: John Wm. Butler, Jr., Esq.); (iv) counsel for the agent under the Debtors' prepetition

credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Attn: Kenneth S. Ziman, Esq.); (v) counsel for the agent under the post-petition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Attn: Marlane Melican, Esq.); (vi) commercial and litigation counsel to the Debtors, Butzel & Long, P.C., 100 Bloomfield Hills Parkway, Suite 200, Bloomfield Hills, Michigan 48304 (Attn: James Darien, Esq.); (vii) conflicts counsel for the Official Committee of Unsecured Creditors, Warner Stevens, LLP, 1700 City Center Tower II, 301 Commerce Street, Forth Worth, Texas 776102 (Attn: Michael D. Warner, Esq. and David T. Cohen, Esq.); (viii) counsel for Barclays Bank, PLC, Allen & Overy LLP, 1221 Avenue of the Americas, New York, New York 10020 (Attn: Kenneth P. Coleman, Esq.); and (ix) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Alicia M. Leonhard, Esq.), in each case so as to be **received** by such persons no later than **4:00 p.m. (Prevailing Eastern Time) on February 8, 2007** (the "Objection Deadline").

[Concluded on Following Page]

PLEASE TAKE FURTHER NOTICE that only those timely, written objections made in accordance herewith will be considered by the Bankruptcy Court, and that if no objections to the Settlement Agreement are timely filed and served the Bankruptcy Court may so order the Settlement Agreement.

Dated: New York, New York
January 26, 2007

DELPHI CORPORATION, *et al.*
By their attorneys,
TOGUT, SEGAL & SEGAL LLP
By:

/s/ Neil Berger
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